



ENTERED
07/01/2016

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re:)	
)	Chapter 11
)	
LINN ENERGY, LLC, <i>et al.</i> , ¹)	Case No. 16-60040 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**AMENDED FINAL ORDER (I) AUTHORIZING THE PAYMENT OF
(A) OPERATING EXPENSES, (B) JOINT INTEREST BILLINGS, (C) MARKETING
EXPENSES, (D) SHIPPING AND WAREHOUSING CLAIMS, AND (E) 503(B)(9)
CLAIMS, AND (II) GRANTING RELATED RELIEF (Docket No. 11)**

Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having entered an interim order on the Motion on May 13, 2016 (the "Interim Order"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. Without prejudice to the Debtors' right to seek authorization, on notice and hearing, of authority for greater dollar amounts, the Debtors are authorized, but not directed, to pay prepetition Operating Expenses in the aggregate amount not to exceed \$91.6 million, Joint Interest Billings in the aggregate amount not to exceed \$62.0 million, Marketing Expenses in the aggregate amount not to exceed \$7.2 million, Shipping and Warehousing Claims in the aggregate amount not to exceed \$18.2 million, and 503(b)(9) Claims in an aggregate amount not to exceed \$12.3 million.
3. Any party that accepts payment from the Debtors on account of an Oil and Gas Obligation shall be deemed to have agreed to the terms and provisions of this Final Order.
4. Any other term of this Final Order notwithstanding: (a) acceptance by XTO Energy Inc. ("XTO") or ExxonMobil Corporation ("XOM") of any payments from Debtors

pursuant to this Final Order, including the payment of any Joint Interest Billing, shall not preclude XTO or XOM from later challenging the adequacy of the amount of payments received from the Debtors, and (b) nothing contained herein shall limit, impair, or affect XTO or XOM's ability to assert any rights of setoff or recoupment that they may possess against any of the Debtors, or the Debtors' ability to assert any rights of offset or recoupment that they may possess against XTO or XOM, pursuant to any contract or applicable law.

5. On a weekly basis, the Debtors shall provide a report to (a) the official committee of unsecured creditors (the "Committee"), and (b) Wells Fargo Bank, N.A., as administrative agent under LINN's prepetition first lien credit facility and Berry's first lien prepetition credit facility (the "Agent"), of all payments or distributions made pursuant to this Order; *provided*, however, the Debtors shall provide five days' notice to the Committee and the Agent of all proposed payments in excess of \$1 million of Operating Expenses, Joint Interest Billings, Marketing Expenses, Shipping and Warehousing Claims, and 503(b)(9) Claims pursuant to this Order (the "Noticed Payments"). The Debtors shall be authorized to make any such Noticed Payment unless the Committee or the Agent informs the Debtors in writing (including by electronic mail) prior to the date of the proposed payment that it does not consent to the Noticed Payment, without the need to file a formal objection with the Bankruptcy Court. Upon receipt of any such writing, the Debtors and the Committee and/or the Agent shall attempt to resolve the issues surrounding such proposed Noticed Payment consensually. If no consensual resolution is reached by the date that is 14 days following delivery of the notice of the proposed Noticed Payment or distribution by the Debtors (the "Resolution Date"), the Committee or Agent, as applicable, may file a formal objection on the docket and any such objection shall be resolved by the Court at a hearing to be scheduled at the Court's earliest convenience. If the Committee and

the Agent fail to file an objection within 17 days of the Resolution Date, the Debtors shall be authorized to make the proposed Noticed Payment without further Court Order.

6. Nothing in this Final Order or the Interim Order shall prejudice or impair the Debtors', the Committee's, or the Agent's continuing rights to review any payments made on account of Operating Expenses, Joint Interest Billings, Marketing Expenses, Shipping and Warehousing Claims, and 503(b)(9) Claims pursuant to the terms of this Final Order or the Interim Order or any rights the Debtors, the Committee, or the Agent may have authority to exercise on account of any such payments that are later deemed to have been inappropriate.

7. All undisputed obligations related to the Outstanding Orders are granted administrative expense priority in accordance with section 503(b)(1)(A) of the Bankruptcy Code.

8. The Debtors are authorized to pay all undisputed amounts related to the Outstanding Orders in the ordinary course of business consistent with the parties' customary practices in effect prior to the Petition Date.

9. The Debtors are authorized, but not directed, to require that, as a condition to receiving any payment under this Final Order, a payee maintain or apply, as applicable, terms during the pendency of these chapter 11 cases that are at least as favorable as those terms existing as of the Petition Date or otherwise satisfactory to the Debtors ("Customary Terms"). If a payee, after receiving a payment under this Final Order, ceases to provide Customary Terms or, in the event the Debtors, in consultation with the Committee and the Agent, later determine that a payment made pursuant to this Order was inappropriate or otherwise made in error, then the Debtors shall take such action as may be directed by the Court, and shall be authorized to deem such payment to apply instead to any postpetition amount that may be owing to such payee or treat such payment as an avoidable postpetition transfer of property.

10. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

11. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors', the Committee's, or the Agent's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors', the Committee's or the Agent's rights under the Bankruptcy Code or any other applicable law.

12. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

13. Notwithstanding the relief granted in this Final Order or the Interim Order, any payment made by the Debtors pursuant to the authority granted herein shall be subject to the orders authorizing use of cash collateral.

14. Notwithstanding the entry of the Orders, the estates, the Committee, and other parties in interest shall retain all rights with respect to the treatment of, or any payments made pursuant to, the Orders, including with respect to the impact of any such payments on the allowance or calculation of secured claims against, or adequate protection claims against, any Debtor.

15. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

16. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

17. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

18. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Signed: July 01, 2016.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of Texas

In re:
Linn Energy, LLC
Official Committee of Unsecured Creditor
Debtors

Case No. 16-60040-drj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-6

User: aalo
Form ID: pdf002

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Total Noticed: 126

Date Rcvd: Jul 01, 2016

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 03, 2016.

db +Berry Petroleum Company, LLC, JPMorgan Chase Tower, 600 Travis, Suite 5100,
Houston, TX 77002-3092

db +Linn Acquisition Company, LLC, JPMorgan Chase Tower, 600 Travis, Suite 5100,
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db +Linn Energy Finance Corp., JPMorgan Chase Tower, 600 Travis, Suite 5100,
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db +Linn Energy Holdings, LLC, JPMorgan Chase Tower, 600 Travis, Suite 5100,
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db +Linn Energy, LLC, JPMorgan Chase Tower, 600 Travis, Suite 5100, Houston, TX 77002-3092

db +Linn Exploration & Production Michigan LLC, JPMorgan Chase Tower, 600 Travis, Suite 5100,
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db +Linn Exploration Midcontinent, LLC, JPMorgan Chase Tower, 600 Travis, Suite 5100,
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db +Linn Midwest Energy LLC, JPMorgan Chase Tower, 600 Travis, Suite 5100,
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db +Linn Operating, Inc., JPMorgan Chase Tower, 600 Travis, Suite 5100,
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db +LinnCo, LLC, JPMorgan Chase Tower, 600 Travis, Suite 5100, Houston, TX 77002-3092

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cr +Ad Hoc Group of Holders of the 12% Senior Secured, c/o John F. Higgins, Porter Hedges LLP,
1000 Main Street, 36th Floor, Houston, TX 77002-6341

cr +Andrews County Tax Office, et al, c/o Laura J. Monroe,
Perdue, Brandon, Fielder, Collins & Mott, PO Box 817, Lubbock, TX 79408-0817

cr +ArkLaTex Wireline Services, LLC, c/o Shelley Bush Marmon, 2727 Allen Parkway, Suite 1700,
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cr +Basic Energy Services, LP, Carl Dore', Dore' Law Group, P.C., 17171 Park Row, Suite 160,
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cr +Beall Jr. Trust, Roscoe C. Beall, III, 1648 Cortland Road, Davis, WV 26260-8020

intp +Burgess Herring Ranch, LLC, c/o Cole Young, 320 S. Polk, Suite 1000,
Amarillo, TX 79101-1429

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Date Rcvd: Jul 01, 2016

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cr +Carla Fisher, c/o Steve Turner, Barrett Daffin Frappier Turner & Engel,
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cr +Cherokee CAD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
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intp +Citizen Energy II, LLC, Citizen Energy II, LLC, c/o Ross Spence, 2929 Allen Parkway,
Suite 2800, Houston, TX 77019-7100

cr +Colorado County, c/o John T. Banks, 3301 Northland Drive, Ste. 505, Austin, TX 78731-4954

cr +Complete Energy Services, Inc., 4727 Gaillardia Parkway, Oklahoma City, OK 73142-1876

cr +Concho Valley Electric Cooperative, Inc., P.O. Box 3388, San Angelo, TX 76902-3388

cr +Consolidated Oil Well Services, c/o Carl Dore', Jr., Dore' Law Group, P.C.,
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cr +Continuum Midstream, L.L.C., c/o Hall, Estill, et al., 320 South Boston Avenue, Suite 200,
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cr +Ector Cad, 711 Navarro, Ste. 300, San Antonio, tx 78205-1749

intp +Enterprise Products Operating LLC, 1100 Louisiana Street, Houston, TX 77002-5227

cr +ExxonMobil Corporation, c/o J. Robert Forshey, Forshey & Prostok, LLP,
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intp +FSP 1999 Broadway LLC (as Successor in Interest to, c/o Wayne Kitchens, Total Plaza,
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cr +Global One Transport, Inc., Attn: Jason Dial, 3215 West 4th Street,
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cr +H&S Constructors, Inc., Anderson, Lehrman, Barre & Maraist, LLP, 1001 Third Street,
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cr +NERD Royalties LLC, Megan Adeyemo, Gordon & Rees LLP, 2100 Ross Avenue, Suite 2800,
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cr +Natural Gas Services Group, Inc., c/o Shelley Bush Marmon, 2727 Allen Parkway, Suite 1700,
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cr +Newpark Drilling Fluids LLC, c/o Carl Dore', Jr., Dore' Law Group, P.C.,
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cr +Northern Natural Gas Company, c/o Wells & Cuellar, P.C., 440 Louisiana, Suite 718,
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cr +Pioneer Electric Cooperative, Inc., P.O. Box 368, Ulysses, KS 67880-0368

cr +Pioneer Well Services, LLC, c/o Carl Dore', Jr., Dore' Law Group, P.C.,
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cr +Red Willow Production, LLC, c/o Barnet B. Skelton, Jr., JP Morgan Chase Bank Building,
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cr +Rockies Express Pipeline LLC, c/o Sidley Austin LLP, 1000 Louisiana Street, Suite 6000,
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cr +Ruby Pipeline, L.L.C., c/o Law Ofc Patricia Williams Prewitt, 10953 Vista Lake Ct.,
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cr +Wyoming Interstate Company, LLC, c/o Law Ofc Patricia Williams Prewitt,
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cr +XTO Energy Inc., c/o J. Robert Forshey, Forshey & Prostok, LLP,
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cr +c/o Elizabeth Weller Smith County, Linebarger Goggan Blair & Sampson llp,
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Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

aty +E-mail/Text: andrew.silfen@arentfox.com Jul 01 2016 22:05:07 Andrew I Silfen,
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cr E-mail/Text: houston_bankruptcy@LGBS.com Jul 01 2016 22:05:36 Cleveland ISD,
c/o Tara L. Grundemeier, Linebarger Goggan Blair & Sampson LLP, P.O. Box 3064,
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cr +E-mail/Text: houston_bankruptcy@LGBS.com Jul 01 2016 22:05:36 Cypress Fairbanks ISD,
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cr +E-mail/Text: carl@dorelawgroup.net Jul 01 2016 22:05:55 Flowco Production Solutions, LLC,
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cr E-mail/Text: houston_bankruptcy@LGBS.com Jul 01 2016 22:05:36 Fort Bend County,
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TOTAL: 16

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***** BYPASSED RECIPIENTS (continued) *****

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

aty	I4CZ LP
aty	Steve A Claus
cr	Ad Hoc Group of Berry Noteholders
cr	American Safety Services, Inc.
cr	Anadarko E&P Onshore LLC
cr	Anadarko Energy Services Company
cr	Bank of New York Mellon Trust Company, N.A.
intp	Brad Tankersley
cr	Caldwell CAD
cr	Capital One, N.A.
cr	Delaware Trust Company
cr	Donlen Corporation
cr	Drillwood Ltd.
cr	Duval County
cr	Enable Midstream Partners, LP
cr	Enable Mississippi River Transmission, L.L.C.
intp	Encana Oil & Gas (USA) Inc.
cr	Environmental Resources Management Inc and its aff
cr	Environmental Resources Management Southwest Inc
cr	Environmental Resources Management West, Inc
cr	Fidelity and Deposit Company of Maryland
cr	Franklin ISD
cr	Freer ISD
cr	Goliad County
cr	Goliad ISD
cr	Hartman Coursey
cr	Hidalgo County
cr	Jim Wells CAD
cr	Joy M. Rushfelt Testamentary Trust
cr	Kerr-McGee Oil & Gas Onshore LP
cr	Lee County
intp	Lewis S Wilson
cr	Limestone County
cr	MarkWest
cr	MarkWest Energy Partners, LP
cr	MarkWest Pioneer, LLC
cr	MarkWest Western Oklahoma Gas Company, LLC
cr	Mike Wright Trucking
cr	Moon Lake Electrical Association, Inc.
cr	Nueces County
cr	Robertson County
intp	Samir Kumar
cr	San Isidro ISD
cr	San Patricio County
cr	Satanta, LLC
cr	Sheldon Independent School District
cr	Sunoco Logistics Partners LP
cr	Terrence James Cullinan
intp	Tesoro Logistics LP
cr	Texas Comptroller of Public Accounts and Texas Wor
cr	The Alvin & Faye Loskamp Revocable Trust
cr	The Estate of Clarice Ardelle Coursey
intp	The Oil Conservation Division of the Energy, Miner
cr	Victoria County
cr	WGP-KHB, LLC, c/o Akerman LLP, 2001 Ross Avenue, Suite 2550, Dallas
cr	Webb CISD
cr	Wells Fargo, National Association
cr	Willacy County
intp	Wilmington Trust Company, as Trustee

TOTALS: 59, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 03, 2016

Signature: /s/Joseph Speetjens

District/off: 0541-6

User: aalo
Form ID: pdf002

Page 5 of 5
Total Noticed: 126

Date Rcvd: Jul 01, 2016

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 1, 2016 at the address(es) listed below:
NONE.

TOTAL: 0